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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
FREMANTLE MEDIA NORTH AMERICA, :
INC., :

Plaintiff,

: Index No. 08-cv-8766 (JGK)

v.

INTERNATIONAL INTIMATES INC., :
RICHARD ROSENBERG, LAMACAR INC. :
D/B/A KELLI'S GIFT SHOP SUPPLIERS, :
and RANDY GOLDMAN, :

CONSENT ORDER

Defendants.

-----X

WHEREAS Plaintiff FremantleMedia North America, Inc. ("FremantleMedia")
has asserted certain claims against the defendants International Intimates Inc. ("International"),
Richard Rosenberg, Lamacar Inc. d/b/a Kelli's Gift Shop Suppliers ("Lamacar"), and Randy
Goldman (collectively, the "Defendants") by way of its Complaint dated October 14, 2008; and

WHEREAS, without any admission of liability or wrongdoing by any of the parties hereto and the parties hereto having agreed to resolve the aforementioned claims by a Settlement Agreement and entry of a Stipulation of Dismissal With Prejudice with respect to Richard Rosenberg and Randy Goldman and by a Settlement Agreement and entry of a consent order and judgment with respect to International and Lamacar as set forth below;

NOW, therefore, upon the consent of the parties hereto, it is hereby **ORDERED, ADJUDGED AND DECREED** that:

1. This Court has jurisdiction over the subject matter of this action and the undersigned parties hereto, and retains jurisdiction to enforce the terms of this Consent Order and shall retain jurisdiction in connection with any claims of breach of the aforementioned Settlement Agreement;

2. Defendants, International and Lamacar, their principals, shareholders, officers, directors, employees, successors, assigns, agents, servants and attorneys, and all those persons in active concert, participation or privity with them, or any of them, are permanently enjoined and restrained from:

(i) using, for or in connection with the operation of any business, or the manufacture, distribution, advertising, promotion, offering for sale or sale of any product other than products that FremantleMedia has authorized the sale of, any AMERICAN IDOL Trademarks or Service Marks (See Exhibit 1), IDOL Trademarks or Service Marks (see Exhibit 2), the AMERICAN IDOL Logos (see Exhibit 3), the AMERICAN IDOL Trade Dress (see Exhibit 4), or any mark, symbol, name, device, or trade dress which is confusingly similar thereto;

(i) using any false designation of origin or description which can or is likely to lead the trade or public, or individual members thereof, to mistakenly believe that any product or service advertised, promoted, offered or sold by the Defendants is sponsored, endorsed, connected with, approved, or authorized by FremantleMedia;

(ii) causing likelihood of confusion or injury to FremantleMedia's business reputation or to the distinctiveness of the AMERICAN IDOL Trademarks and Service Marks or IDOL Trademarks or Service marks and/or the AMERICAN IDOL Trade Dress whether registered or unregistered, by unauthorized use of the same;

(iii) engaging in any other activity constituting unfair competition or infringement of the AMERICAN IDOL Trademarks or Service Marks or IDOL Trademarks or Service Marks or the AMERICAN IDOL Trade Dress, whether registered or unregistered by unauthorized use of same;

(iv) representing, advertising or promoting, through any means, any false or misleading impression, representation or description that states, or suggests, that the Defendants or any of their activities are authorized, sponsored, endorsed or approved by, or otherwise affiliated with, FremantleMedia; and

(v) misrepresenting the nature, characteristics, or qualities of the Defendants' products or services or the activities of the Defendants or Fremantle Media or doing any other act or thing calculated or likely to cause confusion or mistake among the trade or the public, or to deceive purchasers into the mistaken belief that the Defendants' products or services emanate from, are affiliated with, sponsored or approved by, the same source as goods of FremantleMedia; or

(vii) Engaging in any acts contributing to and/or assisting any of the foregoing.

3. It is acknowledged and recognized that International Intimates' mark and trade dress depicted in Exhibit 5 hereto does not constitute a violation of the terms of this Consent Order.

4. This Court shall retain jurisdiction over this action for purposes of enforcement of this Consent Order.

5. The parties shall not issue any press releases or otherwise advertise or publicize the existence of this dispute or civil action or the terms of this Consent Order.

6. All parties hereto shall bear their own attorneys' fees and costs.

Entry of the foregoing decree is hereby CONSENTED TO AND AGREED TO:

FremantleMedia North America, Inc.

By: _____

(Signature)

Name: _____

(Printed)

Title: _____

Date: 4/30/09

Lamacar Inc. d/b/a Kelli's Gift Shop Suppliers

By: _____

(Signature)

Name: _____

(Printed)

Title: _____

Date: _____

International Intimates Inc.

By: _____

(Signature)

Name: _____

(Printed)

Title: _____

Date: _____

(vii) Engaging in any acts contributing to and/or assisting any of the

foregoing.

3. It is acknowledged and recognized that International Intimates' mark and trade dress depicted in Exhibit 5 hereto does not constitute a violation of the terms of this Consent Order.

4. This Court shall retain jurisdiction over this action for purposes of enforcement of this Consent Order.

5. The parties shall not issue any press releases or otherwise advertise or publicize the existence of this dispute or civil action or the terms of this Consent Order.

6. All parties hereto shall bear their own attorneys' fees and costs.

Entry of the foregoing decree is hereby CONSENTED TO AND AGREED TO:

FremantleMedia North America, Inc.

By: _____
(Signature)

Name: _____
(Printed)

Title: _____

Date: _____

Lamacar Inc. d/b/a Kelli's Gift Shop Suppliers

By: _____
(Signature)

Name: _____
(Printed)

Title: _____

Date: _____

International Intimates Inc.

By: _____
(Signature)

Name: _____
(Printed)

Title: _____

Date: May 5, 2009

(vii) Engaging in any acts contributing to and/or assisting any of the foregoing.

3. It is acknowledged and recognized that International Intimates' mark and trade dress depicted in Exhibit 5 hereto does not constitute a violation of the terms of this Consent Order.

4. This Court shall retain jurisdiction over this action for purposes of enforcement of this Consent Order.

5. The parties shall not issue any press releases or otherwise advertise or publicize the existence of this dispute or civil action or the terms of this Consent Order.

6. All parties hereto shall bear their own attorneys' fees and costs.

Entry of the foregoing decree is hereby CONSENTED TO AND AGREED TO:

FremantleMedia North America, Inc.

International Intimates Inc.

By: _____
(Signature)

By: _____
(Signature)

Name: _____
(Printed)

Name: _____
(Printed)

Title: _____

Title: _____

Date: _____

Date: _____

Lamacar Inc. d/b/a Kelli's Gift Shop Suppliers

By: Randy Goldman
(Signature)

Name: Randy Goldman
(Printed)

Title: President

Date: 5-6-09

The foregoing decree is hereby approved as to form:

LOEB & LOEB LLP

By: 

Thomas A. Guida (TG-3600)
Tamara Carmichael (TC-0697)
Shelly Elimelkh (SE 0597)
345 Park Avenue
New York, New York 10154
(212) 407-4000

*Attorneys for Plaintiff
FremantleMedia North America, Inc.*

OSTROLENK FABER, LLP

By: 

Charles P. LaPolla
1180 Avenue of the Americas
New York, New York 10038
(212) 382-0700

*Attorney for Defendants
International Intimates Inc., Richard
Rosenberg, Lamacar Inc. d/b/a Kall's Gift
Shop Suppliers, and Randy Goldmans*

Dated: May 11, 2009

SO ORDERED:



U.S.D.J.

5/22/09

EXHIBIT 1
American Idol Trademarks or Service Marks

Mark	Registration No.	Goods/Services
AMERICAN IDOL	3,101,422	Clothing, namely, rainwear, T-shirts, sweat shirts, jerseys, shorts, sweat pants, jackets, hats, caps, scarves, [gloves, hosiery, neckties,] pajamas,[robes,] night shirts, night gowns, underwear, head bands, wrist bands, [swim suits,] skirts, shirts, tank tops, pants, coats, sweaters, [leotards, leg warmers, stockings, socks, panty hose, tights,] belts; [footwear, namely, shoes, athletic shoes, slippers, boots, sandals,] and headwear, namely, hats and caps, prerecorded audio and video cassettes, compact discs, video discs, records, and CD-ROMs, all of the foregoing featuring talent shows; video game machine that is adapted or intended for use with a television, monitor or some other form of display apparatus which is separate from the video game machine; computer game equipment containing memory devices, namely, discs; interactive video game programs; [electronically or magnetically activated pre-paid telephone debit cards,] magnets; interactive computer game software downloaded from a global computer network; eyeglasses and sunglasses; [gaming machines; gaming equipment, namely, slot machines with or without video output]; Posters, calendars, notebooks, binders, daily organizers, memopads, stickers, [comic books,] writing paper, envelopes, greeting cards, paper coasters, paper mats, [newspapers for general circulation], books and magazines in the field of talent shows, photographs, postcards, trading cards, [cardboard stand-up cutouts featuring photographs or artwork,] prepaid phone debit cards without magnetic coding,[trading card milk bottle caps, and personal checks]; [Target games] board games and card games, playing cards,[kites, toy action figures, disc-type toss toys, bows and arrows, balls of all kinds,] dolls, doll playsets, [plush toys,] toy vehicles, toy cars, [toy trucks, toy bucket and shovel sets, roller skates, toy model hobbycraft kits, toy rockets, toy guns, toy holsters], musical toys, [jigsaw puzzles, badminton sets, bubble making wands and solution sets,] toy figurines, [toy banks, puppets,] toy balloons, [yo-yos, skateboards, toy scooters, face masks, stand alone video game machines, LCD game machines, hand held unit for playing electronic games, but specifically excluding dice games and computer software games].
AMERICAN IDOL	2,751,431	Entertainment services in the nature of a continuing television talent show.
AMERICAN IDOL	2,863,808	Cosmetic Pencils, cosmetics, namely, compacts, eye cream, gels, makeup, pencils and shadow; eyeliners; hair gel; hair spray; blusher; lip gloss; lipstick; makeup; cologne;

EXHIBIT 1
American Idol Trademarks or Service Marks

Mark	Registration No.	Goods/Services
		mascara; nail polish and glitter.
AMERICAN IDOL	2,951,733	Entertainment services in the nature of sweepstakes.
AMERICAN IDOL	2,959,920	Backpacks and shoulder bags.
AMERICAN IDOL	3,037,638	Wireless telephones featuring an FM radio; digital camera; digital music player and digital audio tape recorder; pre-loaded musical ring tones via global computer network and wireless devices; pre-loaded interactive video game programs; pre-loaded Karaoke player and Karaoke machines; computer software to enhance the audio-visual capabilities of multimedia applications, namely, for the integration of text, photos, images, voice messages, music and information featuring themes and content from the American Idol television series; pre-loaded software for web browsing, for customizing ring tones and for customizing email and text messages by using multi-media messaging including images, sounds and text.
AMERICAN IDOL	3,064,528	Halloween and masquerade costumes.
AMERICAN IDOL	3,204,113	Portable karaoke player and recorder featuring video recorder, monitor and microphone; karaoke player and recorder featuring monitor and microphone.
AMERICAN IDOL	3,257,662	Coin-operated amusement machines.
AMERICAN IDOL	3,114,786	Soft-drinks.
AMERICAN IDOL	3,181,455	After-shave lotions; body cream and sprays; cosmetics; cosmetic pencils; cosmetics namely, compacts; deodorants; eye cream, gels, makeup, pencils and shadow; eyeliners; makeup; hair gel; hair spray; blusher; tooth paste; lip gloss; lipstick; cologne; mascara; nail polish and glitter; snack food products, namely candy; breakfast cereal; chewing gum; fruit pies; bubble gum; ready to eat cereal-derived food bars.
AMERICAN IDOL	3,416,143	Gift card holders.
AMERICAN IDOL	3,357,980	Electronic audio tape player and recorder; digital audio tape player and recorder; compact disc players; pre-recorded audio and video cassettes, compact discs, video discs, and CD-roms, all of the foregoing featuring music.

EXHIBIT 1
American Idol Trademarks or Service Marks

Mark	Registration No.	Goods/Services
AMERICAN IDOL	3,342,055	Interactive educational software featuring singing instructions and karaoke music.
AMERICAN IDOL	3,350,013	Portable radios, MP3 players, protective carrying cases for MP3 players.
AMERICAN IDOL	3,295,322	Paper plates and paper cups.
AMERICAN IDOL	3,366,823	Lottery tickets and entertainment services, namely, providing an online computer game.
AMERICAN IDOL	3,353,263	All purpose sports bags, athletic bags, book bags, change purses.
AMERICAN IDOL	3,493,354	Luncheon meats, bologna, hot dogs, chicken strips, corn dogs, processed meat.
AMERICAN IDOL	3,561,850	Christmas Tree ornaments
AMERICAN IDOL	3,485,531	Children's combination meal consisting of chicken nuggets or a hamburger sandwich served with French fried potatoes and a soft drink for consumption on or off the premises.
AMERICAN IDOL	3,319,294	Metal key chains; interactive educational software featuring musical instrument instruction.
AMERICAN IDOL	3,353,040	Snack foods, namely, potato chips and potato crisps.
AMERICAN IDOL	3,330,275	Ice cream.
AMERICAN IDOL	3,330,238	Computer software for creating, recording, editing and transmitting music and other audio material, AM/FM radio.
AMERICAN IDOL	3,550,806	Plastic cake decorations.
AMERICAN IDOL REWIND	3,204,688	Entertainment services in the nature of a television series featuring recaps and details of a television talent show and its participants.
AMERICAN IDOL EXTRA	3,171,505	Entertainment services in the nature of a television series featuring entertainment news, television clips and celebrity interviews.

EXHIBIT 2
Idol Trademarks or Service Marks

Mark	Registration No.	Goods/Services
IDOL TONIGHT	3,171,630	Entertainment services in the nature of a television series featuring entertainment news, television clips and celebrity interviews.
IDOL SEARCH	3,495,061	Toys, namely, an electronic dance mat.
IDOL CAMP	3,404,390	Performing arts camp; website relating to performing arts camp.
MILITARY IDOL	3,244,319	Entertainment in the nature of competitions in the field of musical talent.
IDOL	3,352,837	Entertainment services in the nature of a continuing television talent show.

EXHIBIT 3
American Idol Logos

Mark	Registration No.	Goods/Services
AMERICAN IDOL Logo	3,142,771	Clothing, namely, rainwear, T-shirts, sweat shirts, jerseys, shorts, sweat pants, jackets, hats, caps, scarves, pajamas, night shirts, night gowns, underwear, head bands, wrist bands, skirts, shirts, tank tops, pants, coats, sweaters and headwear, namely, hats and caps, posters, calendars, notebooks, binders, daily organizers, memopads, stickers, playing cards, writing paper, envelopes, greeting cards, paper coasters, paper mats, books and magazines in the field of talent shows, photographs, postcards, trading cards, prepaid phone debit cards without magnetic coding; board games and card games, dolls, doll playsets, toy vehicles, toy cards, musical toys, toy figurines, toy balloons.
AMERICAN IDOL Logo	2,715,725	Entertainment services in the nature of a continuing television talent show.
AMERICAN IDOL Logo	2,955,077	Entertainment services in the nature of sweepstakes.
AMERICAN IDOL Logo	3,062,247	Wireless telephones featuring an FM radio; digital camera; digital music player and digital audio tape recorder; downloadable pre-loaded musical ring tones via global computer network and wireless devices; pre-loaded interactive game programs; pre-loaded Karaoke player and Karaoke machines; computer software to enhance the audio-visual capabilities of multimedia applications, namely, for the integration of text, photos, images, voice messages, music and information featuring themes and content from the American Idol television series; pre-loaded software for web browsing, for customizing ring tones and for customizing e-mail and text messages by using multi-media messaging including images, sounds and text.

EXHIBIT 3
American Idol Logos

Mark	Registration No.	Goods/Services
AMERICAN IDOL Logo	3,146,138	After-shave lotions; body cream and sprays; cosmetic pencils; deodorants; eye cream, gels, makeup and shadow; eyebrow pencils; eyeliners; hair gel and spray; blusher; tooth paste; lip gloss; lipstick; makeup; cologne; mascara; nail polish and glitter; candy; breakfast cereal; chewing gum; fruit pies; bubble gum; ready to eat cereal-derived food bars; prerecorded audio and video cassettes, compact discs, video discs, records, and CD-ROMs, all of the foregoing featuring talent shows; video game machine that is adapted or intended for use with a television, monitor or some other form of display apparatus which is separate from the video game machine; computer game equipment containing memory devices, namely, discs; interactive video game programs; magnets; interactive computer game software downloaded from a global computer network; sunglasses; soft drinks.

EXHIBIT 4
American Idol Trade dress

Use of any American Idol Word Mark, Idol Mark or American Idol Logo in conjunction with the primary brand colors of dark blue, navy blue, cyan, white, and the secondary brand color magenta.

FOR EXAMPLE:



EXHIBIT 5
International Intimates Mark and Trade Dress

